FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

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OMB APPROVAL OMB Number: 3235-0076 Expires: April 30,2008 Estimated average burden hours per response. . . . . 16.00

SEC USE	SEC USE ONLY						
Prefix	Serial						
DATE REC	EIVED						
1	1						

UNIFORM LIMITED OFFERING EXEM	PTION L
Name of Offering (   check if this is an amendment and name has changed, and indicate change.)	
Nine Percent Senior Secured Second Round Convertible Brid	ige Loan Promissory Note
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 X Section 4(6)	ULOE Plus Warrant
Type of Filing: New Filing Amendment	( VED Sign
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	JAN % 5 2007
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Ecosynthetix Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
3900 Collins Road, Ste. 1018, Lansing, MI 48910	(517) 336-4623
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business  Supplier of polymers based on bio based materials	PROCESSED
Type of Business Organization	please specify): JAN 3 1 2007
Actual or Estimated Date of Incorporation or Organization:	mated FINANCIAL
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6)).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
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Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



A BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years,</li> </ul>	
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of</li> </ul>	a class of equity securines of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of p</li> </ul>	partnership issuers, and
Each general and managing partner of partnership issuers.	
	Consoleration
Check Box(es) that Apply. Promoter   Beneficial Owner   Executive Officer   Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Lions Investment Ltd.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
	B.W.T.
P.O. Box 694, CIBC Building, Edward, George Town, Grand Cayman,	
Check Box(es) that Apply: Promoter M Beneficial Owner Executive Officer Director	Managing Partner
Full Name (Last name first, if individual)	
Lions Investment, Trust Shares	
Business or Residence Address (Number and Street, City, State, Zip Code)	
P.O. Box 694, CIBC Building, Edward, George Town, Grand Cayman,	B.W.I.
Check Box(es) that Apply: Promoter R Beneficial Owner R Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Steve Bloembergen Business or Residence Address (Number and Street, City, State, Zip Code)	
987 W. Sunwood Drive, Okemos, MI 48864	
Check Box(es) that Apply: Promoter X Beneficial Owner X Executive Officer Director	General and/or Managing Partner
Full Name (l.ast name first, if individual)	
Richard Shatkosky Business or Residence Address (Number and Street, City, State, Zip Code)	
1494 Dennison, East Lansing, MI 48823	
Check Box(es) that Apply: Promoter Beneficial Owner K Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
John van Leeuwen  Business of Residence Address (Number and Street, City, State, Zip Code)	
2275 No. 8, Side Road, Milton, ON L5K 2N6 Canada	
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (East name first, if individual)	
AIC Investment Services, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1375 Kerns Road, Burlington ON L7R 4C8 Canada	
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
CWD Ventures, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1455 Lakeshore Blvd., Burlington, ON Canada 27S 2J1	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	)

Z/C BASICIDENTIFICATION DATA		
2. Enter the information requested for the following:		•
<ul> <li>Each promotes of the issues, if the issues has been organized within the past five years;</li> </ul>		
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and mai</li> </ul>	naging partners of p	partnership issuers; and
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>		
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
SCHMALTZ, Curt		
Business or Residence Address (Number and Street, City, State, Zip Code)		
4678 Ottawa Drive, Okemos, Michigan 48864		
Check Box(es) that Apply: Promoter Deneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
CESSAR, Scott		
Business or Residence Address (Number and Street, City, State, Zip Code)		
197 Shelbourne, Rochester, NY 14620	Director	General and/or
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	Managing Partner
Full Name (Last name first, if individual)		
NARAYAN, Ramani		
Business or Residence Address (Number and Street, City, State, Zip Code)		
4275 Confier, Okemos, MI 48864		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		<del></del>
SAYRE, James		•
Business or Residence Address (Number and Street, City, State, Zip Code)		
15407 McGinty Road, West, Wayzata, MN 55391-2399	Director	☐ General and/or
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		Managing Partner
Full Name (Last name first, if individual)		
Cargill, Incorporated		
Business or Residence Address (Number and Street, City, State, Zip Code) 15407 McGinty Road, West, Wayzata, MN 55391-2399		
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
2037931 Ontario Inc.	= :	
Business or Residence Address (Number and Street, City, State, Zip Code)		
	anada L7R	454
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Office	1 Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
H.B. Fuller Ventures, Inc. Business of Residence Address (Number and Street, City, State, Zip Code)		
P.O. Box 64683, 1200 Willow Lathe Blvd., St. Paul, 1	MN 55164	
(Use blank sheet, or copy and use additional copies of this		у)

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2. Enter the information requested for the following:
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.</li> </ul>
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter \( \overline{\mathbb{X}} \) Beneficial Owner \( \overline{\mathbb{L}} \) Executive Officer \( \overline{\mathbb{D}} \) Director \( \overline{\mathbb{G}} \) General and/or Managing Partner
Full Name (Last name first, if individual)
Northern Rivers Innovation Fund LP Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 2305, Royal Bank Plaza, South Tower, 200 Bat Street, Toronto, ON M5J 2J2
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Nadal Investments Ltd.
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 2305, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, ON M5J 2J2
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Delta Northern Rivers Fund
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 2305, Roayal Bank Plaza, South Tower, 200 Bay Street, Toronto, ON M5J 2J2
Check Box(es) that Apply: Promoter N Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
HJG Partnership
Business or Residence Address (Number and Street, City, State, Zip Code)
3845 Bathurst Street, STe. 202, North York, Ontario M3H 3N2
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Tera Capital LP #2  Business or Residence Address (Number and Street, City, State, Zip Code)
366 Adelide Street, East, Toronto, Ontario M5A 3X9
Check Box(es) that Apply: Promoter . Managing Partner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
The ChemQuest Group
Business or Residence Address (Number and Street, City, State, Zip Code)
8150 Corporate Park Drive, Suite 250, Cincinnati, OH 45242
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or  Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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Li	*** 6 * 1 32, 115 .			<u> </u>			ditad is	wastors in	thic offeri	nn?		Yes	No <b>XX</b>
J.	Has the	issuer sold,	, or does th			l, to non-ac						L.J	<b>6.0</b>
_	Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?										\$		
2. What is the minimum investment that will be accepted from any individual?											Yes	No	
3.	3. Does the offering permit joint ownership of a single unit?										ХK		
4.	and the state of t												
Ful	ll Name (I	ast name f	irst, if indi	vidual)				-	-				
Bu	siness or l	Residence /	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)					<u>.</u>	
—	me of Ass	ociated Bro	oker or Dea	ler			-				.,		
ING	nic oi was	ociated Di	OKCI OJ IDEB	iici									
Sta	ites in Wh	ich Person	Listed Has	Solicited	or Intends	10 Solicit F	urchasers						
	(Check	"All States	" or check i	individual	States)	,		,,					States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NII TN	CA KY NJ TX	CO [LA] [NM] [UT]	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
<del>-</del> Fu	II Name (I	Last name I	first, if indi	vidual)									
					d Street, C	ity, State, 7	Zip Code)	· · · · · · · · · · · · · · · · · · ·					<del></del>
_			1 . D.							<u>.</u>			
Na	me of Ass	sociated Br	oker or Dea	ajer									
Sta	ates in Wh	nich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers	<del> </del>					
	(Check	"All States	or check	inđividual	States)			••••				. Al	States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Fu	II Name (	Last name	first, if indi	ividual)									
Bu	isiness or	Residence	Address (1	Number an	d Street, C	ity, State. 2	Zip Code)						
N	ame of As	sociated Br	oker or De	aler		<del></del>							
St	ates in WI	hich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers				<del></del>		•
												. [ Al	l States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR (KS) (NII) (TN)	CA KY NJ TX	CO LA NM UI	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	1,070,000	1,070,000
	Equity		\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)		\$
	Partnership Interests		
	Other (Specify)		
	Total		
	Answer also in Appendix. Column 3. if filing under ULOE.		<u> </u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ <u>1,070,000</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	(p	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$ \$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		\$_0.00
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	🗓	\$ 23,500
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify) Amendment to Articles	_	\$ <u>100</u>
	Total		,23,600

	C. OFFERING PRICE, NUMBE	K OF INVESTO	ORS, EXI ENGLS AND USE O	- TROCEEDS	-
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Qu proceeds to the issuer."	estion 4.a. Thi	s difference is the "adjusted gr	oss	<u>\$1,046,400</u>
5.	Indicate below the amount of the adjusted gross proce each of the purposes shown. If the amount for any p check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	purpose is not e payments list	known, furnish an estimate a ed must equal the adjusted gr	ind	
				Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees			<b>S</b>	_ [] \$
	Purchase of real estate			S	_ [ \$
	Purchase, rental or leasing and installation of machinand equipment	nery		🗀 \$	_ []\$
	Construction or leasing of plant buildings and facilit	ies		🗀 \$	_ 🗆 \$
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	of securities is	nvolved in this fanother		
	Repayment of indebtedness			_	<del></del>
	Working capital			_	<del></del>
	Other (specify):				
				 [] \$	[]\$
	Column Totals			[ \$1,046.4	00 _ \$00
	Total Payments Listed (column totals added)	************		🗆 🗀 \$_1	,046,400
		D. FEDERA	L SIGNATURE		
sig	issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnished by the issuer to any non-accrec	sh to the U.S. S	Securities and Exchange Com	mission, upon writt	ule 505, the following en request of its staff.
lss	ier (Print or Type)	Signature		Date	<u> </u>
Ec	osynthetix Inc.	$\Delta$	1	1-15	5-07
Na	ne of Signer (Print or Type)	Title of Signer	(Print or Type)		
Ri	chard Shatkosky	Preside	$_{ m nt}$ $V$		

----- ATTENTION --

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# SECURITIES AND EXCHANGE COMMISSION Form D Ecosynthetix Inc. 3900 Collins Road, Ste. 1018 Lansing, Michigan 48910

# Part C. Question 1

The authorized capital of Ecosynthetix Inc. Is 10,546,000 shares divided into 2,603.695 Series A-1 Preferred Shares 1,869,365 Series A-2 Preferred, 277,060 Special Voting Preferred shares and 5,795,880 common. Current outstanding shares are 3,362,911 Preferred and 33,693 common shares. With this offering Ecosynthetix will issue Warrants exercisable for the purchase of up to 137,585 Series A-2 Preferred shares.

	E. STATE SIGNATURE		
1.	ls any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No [X]

See Appendix. Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Ecosynthetix Inc.		01/17/07
Name (Print or Type)	Title (Print or Type)	
Richard Shatkosky	President ()	

### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX 3 5 4 1 2 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell offering price Type of investor and explanation of to non-accredited offered in state amount purchased in State waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No Amount Amount ΑL X ΑK Х ΑZ X AR X CA X CO X CTХ Х DE DC X FLX. $\mathsf{G}\mathsf{A}$ Х Ш Х ID Χ... ILХ IN X IΑ X KS \_X . ΚY X LA Х ME X MD X MA X MΙ X Secured Promissory Note & Warrant 1 MN Х X 425,000 MS

	\$ 100	\$4 1.55 F		APP	ENDIX 👍					
	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО		X								
MT		X								
NE		X								
NV		x								
NH		X								
NJ		Х								
NM		x								
NY		Χ.								
NC		x								
ND		X								
ОН		X							<u> </u>	
ок		X								
OR		X			ļ <u></u> .					
PA		Х								
RI		Х								
SC		_x			ļ 					
SD		Х								
TN		X								
TX		Х								
UT		x								
VT		X								
VA		Х								
WA	300 3007 4 30	X	·							
wv		X								
WI		X								

13.0				APP	ENDIX:	<b>建筑技术</b> 的		<b>.</b>	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		х					-		
PR		Х							